
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January 2017

Commission File Number: 001-37773

Merus N.V.

(Exact Name of Registrant as Specified in Its Charter)

**Yalelaan 62
3584 CM Utrecht
The Netherlands
+31 30 253 8800**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Collaboration and Financing with Incyte Corporation

On December 21, 2016, Merus N.V. (the “Company”) announced entry into a Collaboration and License Agreement (the “Collaboration Agreement”) and a related Share Subscription Agreement (the “Subscription Agreement”), each between the Company and Incyte Corporation (“Incyte”). Closing under the Subscription Agreement (the “Closing”) was conditioned upon the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) and effectiveness of the Collaboration Agreement was conditioned upon the Closing. The waiting period under the HSR Act expired on January 20, 2017. On January 23, 2017, pursuant to the Subscription Agreement, the Company issued and sold to Incyte 3,200,000 common shares, nominal value €0.09 per share, at a price per share of \$25.00, for an aggregate purchase price of \$80.0 million, and the Collaboration Agreement became effective. Pursuant to the Collaboration Agreement, Incyte has agreed to make an upfront non-refundable payment of \$120.0 million to the Company.

Press Release

On January 23, 2017, the Company issued a press release regarding the Closing. A copy of the press release is furnished herewith as Exhibit 99.1 to this Report on Form 6-K.

Forward-Looking Statements

This Report on Form 6-K (the “Report”) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Report that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the upfront payment contemplated by the Collaboration Agreement.

These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, the risk that we do not receive the upfront payment contemplated by the Collaboration Agreement and the other important factors discussed under the caption “Risk Factors” in our final prospectus filed with the Securities and Exchange Commission, or SEC, on May 20, 2016 relating to our Registration Statement on Form F-1 and our other reports filed with the SEC. These risks could cause actual results to differ materially from those indicated by the forward-looking statements made in this Report. Any such forward-looking statements represent management’s estimates as of the date of this Report. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Merus N.V.

Date: January 25, 2017

By: /s/ Ton Logtenberg
Name: Ton Logtenberg
Title: Chief Executive Officer

By: /s/ Shelley Margetson
Name: Shelley Margetson
Title: Chief Operating Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press release of Merus N.V. and Incyte, dated January 23, 2017.

Merus Announces Closing of Global Strategic Research Collaboration with Incyte to Discover and Develop Bispecific Antibodies

UTRECHT, THE NETHERLANDS, January 23, 2017 – Merus N.V. (NASDAQ:MRUS) a clinical-stage immuno-oncology company developing innovative bispecific antibody therapeutics, today announced the closing of its global strategic research collaboration with Incyte Corporation (NASDAQ:INCY) focused on the research, discovery and development of bispecific antibodies utilizing Merus' proprietary Biclomics® technology platform. The agreement grants Incyte the exclusive rights for up to eleven bispecific antibody research programs, including two of Merus' current preclinical immuno-oncology discovery programs.

“We are pleased to have closed this transformative, global research collaboration and look forward to working with Incyte to develop novel bispecific antibodies for the treatment of cancer and other serious diseases,” said Ton Logtenberg, Ph.D., Chief Executive Officer of Merus. “In addition to expanding our pipeline, this agreement strengthens our balance sheet, delivering added resources and strategic flexibility as we advance Merus' lead assets in the clinic.”

Under the terms of the collaboration, Incyte has agreed to pay Merus an upfront payment of \$120 million and purchase 3.2 million shares of Merus stock at \$25 per share, for a total equity investment of \$80 million. For one current preclinical program, Merus will retain all rights to develop and commercialize an approved product in the United States. Merus also has the option to co-fund development of product candidates arising from two other programs. For the other eight programs, Merus is eligible to receive potential development, regulatory and sales milestone payments of up to \$350 million per program, for an aggregate milestone opportunity of approximately \$2.8 billion if all milestones are achieved across all eight programs in all territories, in addition to tiered royalties ranging from 6 to 10 percent on global sales.

About Merus N.V.

Merus is a clinical-stage immuno-oncology company developing innovative human bispecific antibody therapeutics, referred to as Biclomics®. Biclomics® are based on the full-length IgG format, are manufactured using industry standard processes and have been observed in preclinical studies to have several of the same features of conventional monoclonal antibodies, such as long half-life and low immunogenicity.

For more information, please visit the Company's website at www.merus.nl.



Forward-Looking Statements

Except for the historical information set forth herein, this press release contains predictions, estimates and other forward-looking statements, including without limitation statements regarding: the impact of the collaboration on Merus' finances and clinical development, whether any of the programs under the collaboration will be successful; and whether and when Merus will receive any of the expected or potential payments under the collaboration and the amounts of such payments to Merus. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from our expectations, including unanticipated developments in and risks related to: research and development efforts related to the collaboration programs; the clinical development process, which is expensive and unpredictable; the possibility that results of clinical trials may be unsuccessful or insufficient to meet applicable regulatory standards or warrant continued development; other market or economic factors; unanticipated delays; Merus' ability to compete against parties with greater financial or other resources; Merus' ability to commercialize and market its products, if approved; greater than expected expenses; and the other important factors detailed in Merus' final prospectus filed with the Securities and Exchange Commission, or SEC, on May 20, 2016 relating to our Registration Statement on Form F-1, and its other reports filed with the SEC. Merus disclaims any intent or obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing Merus' views as of any date subsequent to the date of this press release.

Merus

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